



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

RECORDATION NO. 8171-9 FILED 1425

APR 11 1994 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

(817) 333-3187
Docket No. F6052

VIA UPS

April 4, 1994

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: **Document for Recordation: Bill of Sale and Release of Security Interest to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1976, Series 1, Dated as of January 15, 1976**

Dear Ms. Lee:

I am enclosing 3 counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale and Release of Security Interest, dated March 14, 1994, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1976, Series 1, Dated as of January 15, 1976 is conveyed to Burlington Northern Railroad Company from Morgan Guaranty Trust Company of New York (now Citibank, N.A.).

The Equipment Trust of 1976, Series 1, Dated as of January 15, 1976, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on January 5, 1976, and assigned Recordation No. 8171.

Ms. Mildred Lee, Recordations
April 4, 1994
Page 2

The names and addresses of the parties to the transaction are:

Trustee: Citibank, N.A.
120 Wall Street, 13th Floor
New York, New York 10043

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

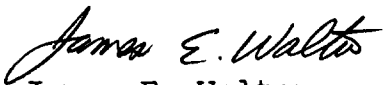
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit "A" of said document.

A check in the amount of \$18.00 is enclosed to cover the fee for recording the Bill of Sale and Release of Security Interest. Please file-stamp and return all counterparts not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest, dated March 14, 1994, to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1976, Series 1, Dated as of January 15, 1976 (ICC Recordation No. 8171, January 5, 1976), conveying the equipment described on Exhibit "A" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

April 11, 1994

OFFICE OF THE SECRETARY

**James E. Walton, Legal Assistant
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Ft. Worth TX 76102**

Dear Mr. Walton:

**The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on April 11, 1994 at 11:45AM , and assigned
recordation number(s). 8171-G, 8296-D and 8593-J.**

Sincerely yours,

**Secretary
SIDNEY L. STRICKLAND, JR.**

Enclosure(s)

APR 1 1 1994 -11 45 AM

INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts
of which this is No. 2

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of January 15, 1976, executed by Morgan Guaranty Trust Company of New York (now Citibank, N.A.), as Trustee (the "Trustee") and Burlington Northern Inc. (now Burlington Northern Railroad Company) (the "Railroad"), there was established "Burlington Northern Inc. Equipment Trust of 1976, Series 1" (the "Agreement");

WHEREAS, by the terms of Article IV of said Agreement and the terms of supplements to said Agreement the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto (the "Equipment");

WHEREAS, the Agreement was filed on January 5, 1976, as Recordation No. 8171, with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented from time to time, with the last supplement being dated March 23, 1990, which was filed with the Interstate Commerce Commission on March 26, 1990, and assigned Recordation No. 8171-F; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Trustee, in accordance with the

provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full; (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to the Railroad free and clear of all liens, charges, liabilities, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

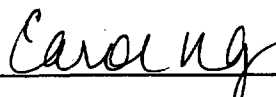
This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York (now Citibank, N.A.), the Trustee as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 14th day of MARCH, 1994.

Morgan Guaranty Trust
Company of New York
(now Citibank, N.A.)

By: 
P. DeFELICE
VICE PRESIDENT

ATTEST:



CAROL NG
Assistant Vice President

STATE OF NEW YORK

COUNTY OF NEW YORK, ss:

On this 14th day of MARCH, 1994 before me personally appeared P. DeFELICE, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Jeffrey Berger
Notary Public

My commission expires:

JEFFRY BERGER
Notary Public, State of New York
No. 01BE5015814
Qualified in Kings County
Commission Expires July 26, 1995

OPEN-TOP TRIPLE HOPPER CARS, 100-TON CAPACITY (269 TOTAL):

Current BN Number

527261 - 527265
527267 - 527272
527275 - 527277
527279 - 527308
527310 - 527321
527323 - 527344
527346 - 527353
527355 - 527362
527364 - 527375
527377 - 527402
527404 - 527419
527422 - 527424
527426 - 527430
527432 - 527433
527435 - 527442
527444 - 527468
527470 - 527478
527480 - 527485
527487 - 527518
527520 - 527521
527523 - 527529
527531 - 527534
527536 - 527538
527540 - 527543
527545 - 527549

BULKHEAD FLAT CARS, 100-TON CAPACITY (160 TOTAL):

Current BN Number

621450 - 621457
621459 - 621468
621470 - 621484
621486 - 621520
621522 - 621531
621533 - 621549
621551 - 621573
621575 - 621588
621590 - 621592
621594 - 621608
621610 - 621619

RB INSULATED BOX CARS, 100-TON CAPACITY (57 TOTAL):

<u>Previous RBCS Number</u>	<u>Current BN Number</u>
3065 - 3071	734065 - 734071
3073 - 3076	734073 - 734076
3078 - 3089	734078 - 734089
3091 - 3093	734091 - 734093
3095 - 3116	734095 - 734116
3119	734119
3120 - 3127	734120 - 734127

OPEN-TOP TRIPLE HOPPER CARS, 100-TON CAPACITY (45 TOTAL):

<u>Previous C&S Number</u>	<u>Current BN Number</u>
527001	527001
527003 - 527019	527003 - 527019
527021 - 527038	527021 - 527038
527040 - 527042	527040 - 527042
527044 - 527049	527044 - 527049

INSULATED BOX CARS (10 TOTAL):

<u>Current BN Number</u>
747410 - 747419

COVERED HOPPER CARS, 100-TON CAPACITY (2 TOTAL):

<u>Current BN Number</u>
447556 - 447557

ALL STEEL CABOOSE CARS, 30' WIDE VISION (2 TOTAL):

<u>Current BN Number</u>
12322 - 12323

DOUBLE HOPPER CARS, 100-TON CAPACITY (2 TOTAL):

<u>Current BN Number</u>
953948 - 953949